Batista Jose JR Form 4 January 21, 2010

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Batista Jose JR

2. Issuer Name and Ticker or Trading Symbol

PILGRIMS PRIDE CORP [PPC]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Check all applicable)

AV. BRIGADEIRO FERIA LIMA,

(First)

(Month/Day/Year)

01/18/2010

X_ Director X 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

2391,, 2 ANDAR CONJUNTO 22, SALA 2

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

SAO PAULO, D5 01452-000

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(State)

4. Securities Acquired (A) 5. Amount of Transaction or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Beneficially Owned Following Reported

Transaction(s)

Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

or V Amount

(Instr. 3 and 4) Price (D)

(A)

Common $01/18/2010^{(1)(2)}$ Stock

J(1)(2)

Code

2,742,805 (3) 137,140,425 By JBS **USA** Holdings,

Inc. (4)

(9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
				C 1 W					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Batista Jose JR AV. BRIGADEIRO FERIA LIMA, 2391, 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO, D5 01452-000	X	X					
Signatures							
/s/ Christopher Gaddis, by power of attorney	01/	20/2010					

Explanation of Responses:

**Signature of Reporting Person

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Date

As more particularly described in the Statement on Schedule 13D (the "Schedule 13D") filed by JBS USA Holdings, Inc. ("JBS USA") and the other reporting persons identified therein (including the Reporting Person listed above) with the United States Securities and Exchange Commission (the "SEC") on January 7, 2010, the Amended and Restated Employment Agreement, dated as of January 27, 2009, between Pilgrim's Pride Corporation ("PPC") and Don Jackson provides that 1,542,828 shares of Old Common Stock (as defined in the Schedule 13D) will vest, effective as of December 27, 2009, in Don Jackson's favor in the event that certain performance conditions set forth therein are determined to have been satisfied.

On January 18, 2010, PPC determined that such performance conditions had been satisfied. Therefore, in accordance with the terms of the Stock Purchase Agreement, dated as of September 16, 2009, as amended (the "Stock Purchase Agreement"), between PPC and JBS USA,

- (2) the number of shares of common stock of PPC ("Common Stock") acquired by JBS USA on December 28, 2009 (the "Closing Date") was 137,140,425 (in lieu of the 134,397,620 shares of Common Stock previously reported on the Form 3 filed by Jose Batista, Jr. with the SEC on January 7, 2010).
- The shares of Common Stock were acquired for no consideration separate from the \$800 million in cash paid by JBS USA to PPC on the Closing Date pursuant to the Stock Purchase Agreement.
- As more particularly described in the Schedule 13D, Jose Batista, Jr., together with the other members of the Batista Family (as defined in the Schedule 13D), indirectly control JBS USA.

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.